

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
)	
W. R. GRACE & CO., <i>et al.</i>)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors)	
)	Hearing Date: January 10, 2011 at 9:00 a.m.
)	Objection Deadline: December 23, 2010 4:00 p.m.
)	Agenda No. 6
)	Dkt. Nos. 25776, 25954, 25955

**DEBTORS' MOTION FOR LEAVE TO FILE REPLY TO OBJECTIONS OF THE
LIBBY CLAIMANTS AND BNSF RAILWAY TO DEBTORS' MOTION FOR AN
ORDER APPROVING THE SETTLEMENT WITH THE CNA COMPANIES**

The Debtors hereby request authority, pursuant to Del. Bankr. LR 9006-1(d), to file a reply in further support of their Motion for an Order Approving the Settlement Agreement between W. R. Grace & Co. and the CNA Companies (Dkt. No. 25776) (the "Motion").

On December 23, 2010, the Libby Claimants filed a thirty-six (36) page objection to the Motion (Dkt. No. 25955) and the BNSF Railway filed a seventeen (17) page objection to the Motion. (Dkt. No. 25954) The Libby Claimants and BNSF Railway attempt to assert as objections to the Motion a myriad of issues that have already been litigated in the Plan confirmation process and have no bearing on the Motion. As a result, the Debtors seek leave to file a Reply to sort out and clarify these issues.

Although Delaware Local Bankruptcy Rule 9006-1(b) allows for the filing of reply papers, this Court's procedures provide that "replies are not permitted except pursuant to order entered upon motion. Any replies that are ordered shall be limited to 5 pages." The Debtors seek leave of the Court's procedures to file a reply and to exceed the page limit for replies in

order to adequately respond to the fifty-three pages of objections. The Debtors note that they are filing one consolidated reply of only twenty (20) pages (including one signature page) in response to the two separate objections.

In addition, to the extent such leave is required, the Debtors also seek leave to file the Reply on January 3, 2011, which is the Hearing Filing Deadline as defined by the Court's December 14, 2006 Second Amended Order Establishing Case Management Procedures and Hearing Schedule (Dkt. No. 14028), rather than one business day in prior to the Hearing Filing Deadline (as specified on page four of said Order). The Debtors make this request in light of the intervening New Year's holiday. The Debtors further note that the Reply will be included in the Final Agenda and Hearing Notebook to be provided to the Court on Monday January 3, 2011.

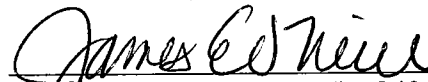
WHEREFORE, the Debtors respectfully request the entry of an Order granting them authority to file the Reply, which is attached hereto as Exhibit 1.

Dated: January 3, 2011

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